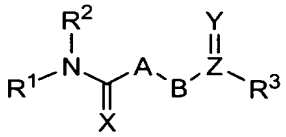
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (original) A compound according to Formula **I**,



I

or a pharmaceutically acceptable salt, hydrate, or prodrug thereof, wherein,

R^1 is selected from optionally substituted C_{1-10}alkyl, optionally substituted aryl, optionally substituted aryl-C_{1-10}alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl-C_{1-10}alkyl;

R^2 is selected from -H and optionally substituted C_{1-6}alkyl;

or R^1 and R^2 combine to form an optionally substituted three- to seven-membered heteroalicyclic;

A is a C_{1-3}alkylene optionally substituted with one to four of R^6;

B is selected from -O-, $-N(R^4)-$, $-S(O)_{0-2}-$ and $-N(CH_2)_2N(CH_2)_2-S(O)_{0-2}-$;

X is selected from =O, =S, and $=NR^7$;

Y is selected from =O, =S, and $=NR^7$;

Z is C; or

Z=Y is either absent or $-CH_2-$;

R^3 is selected from -H, halogen, trihalomethyl, $-OR^5$, $-N(R^5)R^5$, $-N(R^5)SO_2R^5$, $-N(R^5)C(O)R^5$, $-NCO_2R^5$, optionally substituted alkoxy, optionally substituted alkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclylalkyl;

R^4 is selected from -H and optionally substituted C_{1-6}alkyl; or

R^4 and one of R^6, together with the atoms to which they are attached, combine to form an optionally substituted five- to seven-membered non-aromatic ring;

each R^5 is independently selected from -H, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted lower arylalkyl, optionally substituted heterocyclyl, and optionally substituted lower heterocyclylalkyl;

two of R^5, together with the atom or respective atoms to which they are attached, can combine to form an optionally substituted five- to seven-membered heterocyclic;

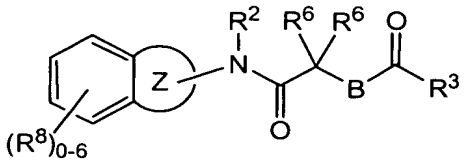
each R^6 is independently selected from -H, halogen, trihalomethyl, -CN, $-NO_2$, $-NH_2$, $-OR^5$, $-NR^5R^5$, $-S(O)_{0-2}R^5$, $-SO_2NR^5R^5$, $-CO_2R^5$, $-C(O)NR^5R^5$, $-N(R^5)SO_2R^5$, $-N(R^5)C(O)R^5$, $-N(R^5)CO_2R^5$, $-C(O)R^5$, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heterocyclyl, optionally substituted lower heterocyclylalkyl, and optionally substituted lower arylalkyl;

two of R6, together with the atom or atoms to which they are attached, can combine to form a three to seven-membered non-aromatic ring; and

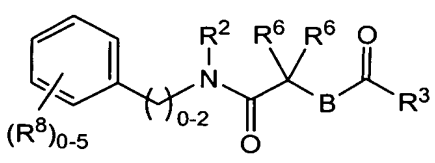
each R^7 is independently selected from -H, $-NO_2$, $-NH_2$, $-N(R^5)R^5$, -CN, $-OR^5$, optionally substituted lower alkyl, optionally substituted heteroalicyclylalkyl, optionally substituted aryl, optionally substituted arylalkyl and optionally substituted heteroalicyclic;

provided the compound is not one of: 3-benzoylamino-3-phenyl-propionic acid (6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl ester, N-(3,4-dichloro-benzyl)-2-[4-(4-pyridin-2-yl-pyrimidin-2-yl)-phenoxy]-acetamide, 2-(5,6-Dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-N-[(6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl]-acetamide, (Naphthalen-1-ylcarbamoylmethylsulfanyl)-acetic acid (5-bromo-pyridin-2-ylcarbamoyl)-methyl ester, (benzooxazol-2-ylsulfanyl)-acetic acid (5-chloro-pyridin-2-ylcarbamoyl)-methyl ester, and 4-[2-(5,6-dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-acetylamino]-N-(6-methoxy-benzothiazol-2-yl)-butyramide.

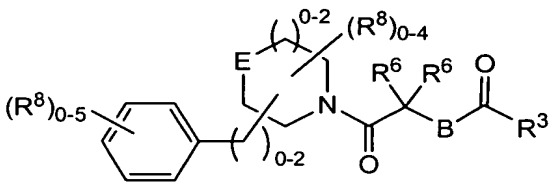
2. (original) The compound of claim 1, according to one of the following formulae:



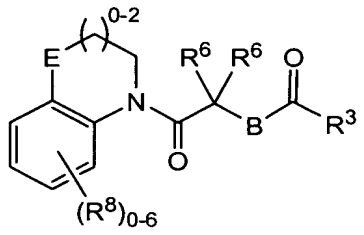
II



III



IV



V

wherein R^2, R^3, R^6, and B are as defined above; Z is a five- to seven-membered ring; each R^8 is independently selected from -H, halogen, trihalomethyl, -CN, $-NO_2$, $-NH_2$, $-OR^5$, $-NR^5R^5$, $-S(O)_{0-2}R^5$, $-SO_2NR^5R^5$, $-CO_2R^5$, $-C(O)NR^5R^5$, $-N(R^5)SO_2R^5$, $-N(R^5)C(O)R^5$, $-N(R^5)CO_2R^5$, $-C(O)R^5$, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heterocyclylalkyl, and optionally substituted arylalkyl; two of R^8, together with the atom or atoms to which they are attached, can combine to form a three- to seven-membered ring; and E is selected from -O-, $-N(R^9)-$, $-CH_2-$, and $-S(O)_{0-2}-$, where R^9 is selected from -H, trihalomethyl, $-S(O)_{0-2}R^5$, $-SO_2NR^5R^5$, $-CO_2R^5$, $-C(O)NR^5R^5$, $-C(O)R^5$, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heterocyclylalkyl, and optionally substituted arylalkyl.

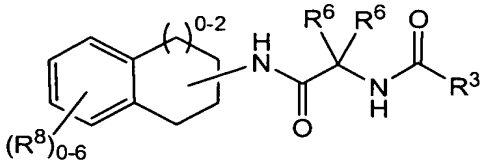
3. (original) The compound according to claim 2, wherein B is selected from -O-, $-N(R^4)-$, and $-S(O)_{0-1}-$.

4. (original) The compound according to claim 3, according to either formula **II** or **III**.

5. (original) The compound according to claim 4, wherein R^4 is -H or C_{1-6}alkyl.

6. (original) The compound according to claim 5, wherein R^2 is -H or C_{1-6}alkyl.

7. (original) The compound of claim 6, according to formula **IIa**.



IIa

8. (original) The compound according to claim 7, wherein each R^6 is independently selected from -H, trihalomethyl, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, and optionally substituted arylalkyl.

9. (original) The compound according to claim 8, wherein one of R^6 is -H, and the other R^6 is selected from trihalomethyl, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, and optionally substituted arylalkyl.

10. (original) The compound according to claim 9, wherein R^3 is selected from optionally substituted alkoxy, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted lower arylalkyl, optionally substituted heterocyclyl, and optionally substituted lower heterocyclylalkyl.

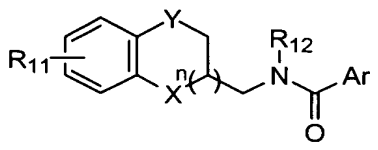
11. (original) The compound according to claim 10, wherein R^3 is selected from lower alkyl substituted with an optionally substituted aryloxy or an optionally substituted heteroaryloxy, optionally substituted aryl, optionally substituted lower arylalkyl, optionally substituted heteroaryl, and optionally substituted lower heteroarylalkyl.

12. (original) The compound according to claim 11, wherein R^3 is an aryl, said aryl substituted with at least one of an optionally substituted aryl and an optionally substituted heteroaryl.

13. (original) The compound according to claim 12, wherein R^3 is an optionally substituted bis-phenyl.

14. (original) The compound according to claim 13, wherein R3 comprises an optionally substituted phenylene, wherein the point of attachment of R3 according to formula IIa, and an optionally substituted phenyl bear a para relationship to one another about said optionally substituted phenylene.

15. (original) A compound for modulating at least one kinase activity according to formula VI,



VI

or a pharmaceutically acceptable salt, hydrate, or prodrug thereof, wherein, each of R^{11} and R^{12} is independently selected from -H, halogen, trihalomethyl, -CN, $-NO_2$, $-NR^{14}R^{14}$, $-S(O)_{0\text{-}2}R^{14}$, $-SO_2NR^{14}R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{14}R^{14}$, $-N(R^{14})SO_2R^{14}$, $-N(R^{14})C(O)R^{14}$, $-N(R^{14})CO_2R^{14}$, $-OR^{14}$, $-C(O)R^{14}$, optionally substituted lower alkyl, optionally

substituted alkoxy, optionally substituted aryl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, and optionally substituted arylalkyl;

R^{14} is selected from -H, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted lower arylalkyl, optionally substituted heterocyclyl, and optionally substituted lower heterocyclylalkyl;

each of X and Y is independently selected from -O-, $-N(R^{14})-$, and $-S(O)_{0-2}-$;

n is selected from an integer from 0-2;

Ar is an optionally substituted aryl that may be substituted with up to three R^{11}, wherein two adjacent R^{11}'s, together with the annular atoms to which they are attached, can form a five- to seven-membered ring containing up to three heteroatoms and optionally substituted with up to three of R^{15};

each R^{15} is independently selected from -H, halo, trihalomethyl, -CN, $-NO_2$, $-OR^{16}$, $-N(R^{16})R^{16}$, $-S(O)_{0-2}R^{16}$, $-SO_2N(R^{16})R^{16}$, $-CO_2R^{16}$, $-C(=O)N(R^{16})R^{16}$, $-C(=NR^{17})N(R^{16})R^{16}$, $-C(=NR^{17})R^{16}$, $-N(R^{16})SO_2R^{16}$, $-N(R^{16})C(O)R^{16}$, $-NCO_2R^{16}$, $-C(=O)R^{16}$, optionally substituted alkoxy, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted lower arylalkyl, optionally substituted heterocyclyl, and optionally substituted lower heterocyclylalkyl;

R^{16} is selected from -H, optionally substituted lower alkyl, optionally substituted aryl, optionally substituted lower arylalkyl, optionally substituted heterocyclyl, and optionally substituted lower heterocyclylalkyl; and

R^{17} is selected from -H, -CN, $-NO_2$, $-OR^{16}$, $-S(O)_{0-2}R^{16}$, $-CO_2R^{16}$, optionally substituted lower alkyl, optionally substituted lower alkenyl, and optionally substituted lower alkynyl.

16. (original) A compound according to claim 15, wherein X is O.

17. (original) A compound according to claim 16, wherein Y is O.

18. (original) A compound according to claim 17, wherein R^{11} is –H.

19. (original) A compound according to claim 18, wherein R^{12} is –H.

20. (original) A compound according to claim 19, wherein n is 1.

21. (original) A compound according to claim 20, wherein Ar is substituted aryl and two adjacent R^{11}'s, together with the annular atoms to which they are attached, form a substituted six-membered ring containing up to three heteroatoms.

22. (original) A compound according to claim 20, wherein Ar is substituted aryl and two adjacent R^{11}'s, together with the annular atoms to which they are attached, form a substituted seven-membered ring containing up to three heteroatoms.

23. (currently amended) The compound according to claim 1 ~~or 15~~, selected from the following:

Table 3

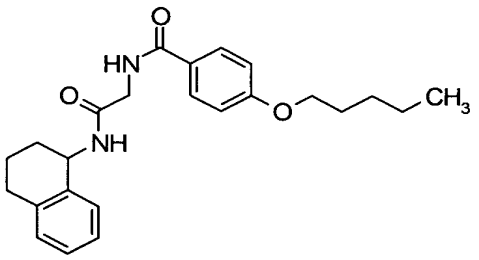
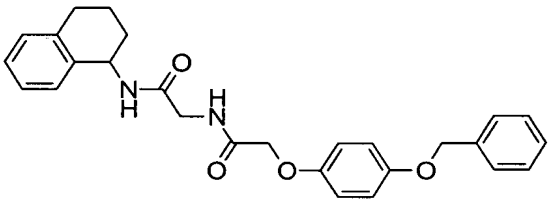
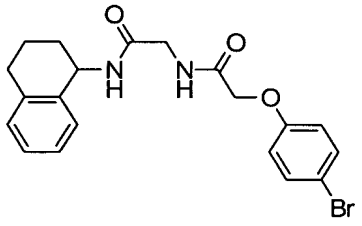
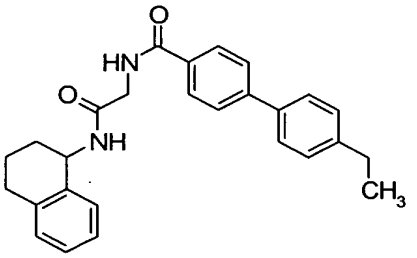
Entry	Name	Structure
1	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-(pentyloxy)benzamide	
2	N~2~-[({4-[(phenylmethyl)oxy]phenyl}oxy)acetyl]-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	
3	N~2~-{[(4-bromophenyl)oxy]acetyl}-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	
4	4'-ethyl-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]biphenyl-4-carboxamide	

Table 3

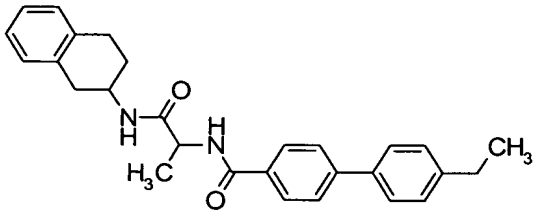
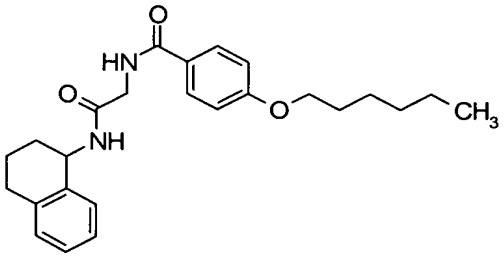
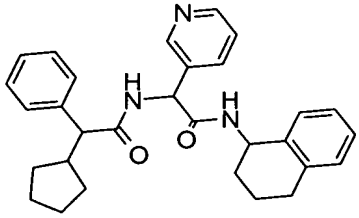
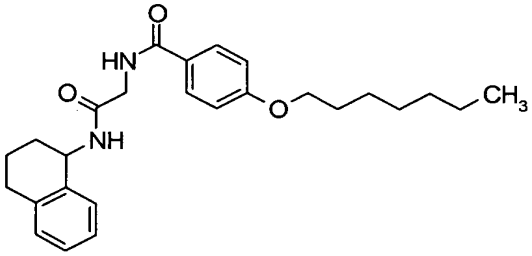
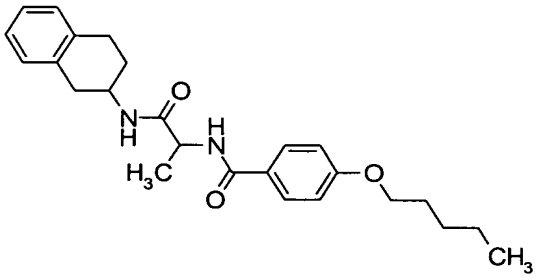
Entry	Name	Structure
5	4'-ethyl-N-[1-methyl-2-oxo-2-(1,2,3,4-tetrahydronaphthalen-2-ylamino)ethyl]biphenyl-4-carboxamide	
6	4-(hexyloxy)-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
7	2-cyclopentyl-N-[2-oxo-1-pyridin-3-yl-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-2-phenylacetamide	
8	4-(heptyloxy)-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
9	N-[1-methyl-2-oxo-2-(1,2,3,4-tetrahydronaphthalen-2-ylamino)ethyl]-4-(pentyloxy)benzamide	

Table 3

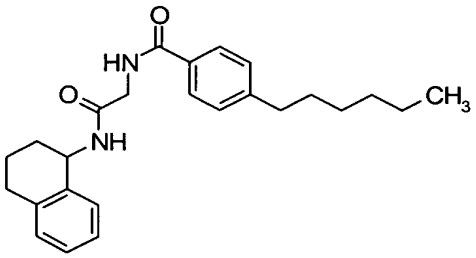
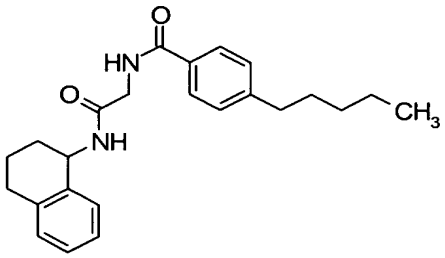
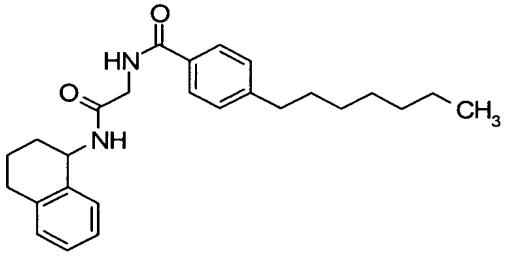
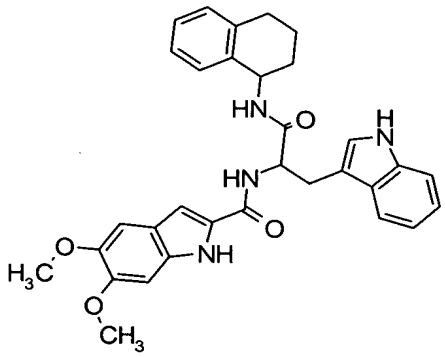
Entry	Name	Structure
10	4-hexyl-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
11	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-pentylbenzamide	
12	4-heptyl-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
13	Nalpha-{[5,6-bis(methyloxy)-1H-indol-2-yl]carbonyl}-N-(1,2,3,4-tetrahydronaphthalen-1-yl)tryptophanamide	

Table 3

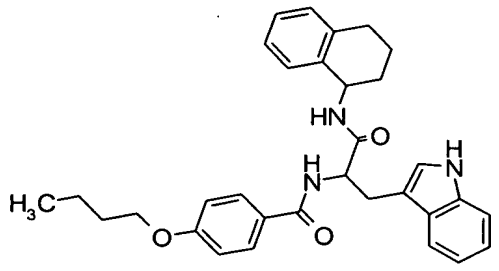
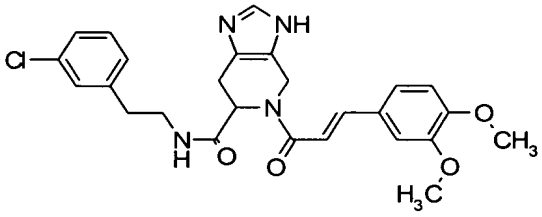
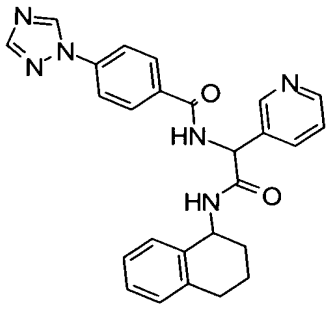
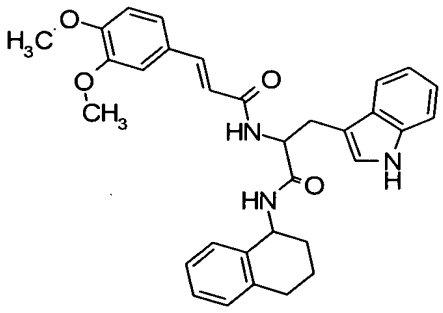
Entry	Name	Structure
14	Nalpha-{[4-(butyloxy)phenyl]carbonyl}-N-(1,2,3,4-tetrahydronaphthalen-1-yl)tryptophanamide	
15	5-{(2E)-3-[3,4-bis(methyloxy)phenyl]prop-2-enoyl}-N-[2-(3-chlorophenyl)ethyl]-4,5,6,7-tetrahydro-3H-imidazo[4,5-c]pyridine-6-carboxamide	
16	N-[2-oxo-1-pyridin-3-yl-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-(1H-1,2,4-triazol-1-yl)benzamide	
17	Nalpha-{(2E)-3-[3,4-bis(methyloxy)phenyl]prop-2-enoyl}-N-(1,2,3,4-tetrahydronaphthalen-1-yl)tryptophanamide	

Table 3

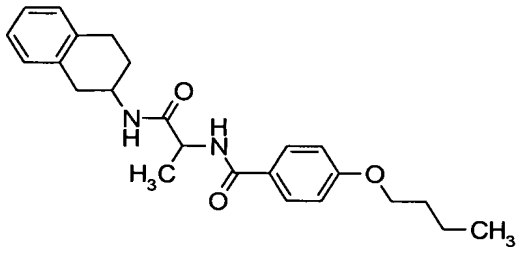
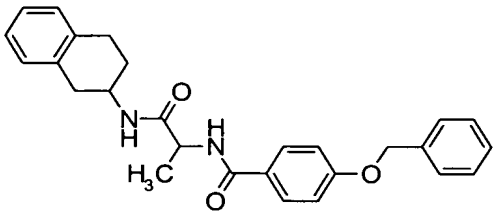
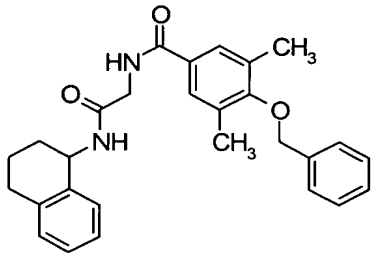
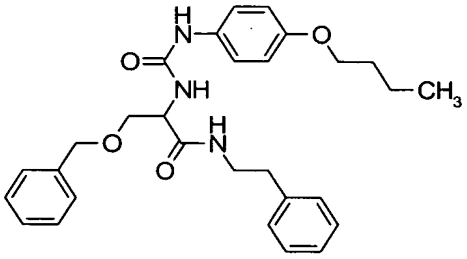
Entry	Name	Structure
18	4-(butyloxy)-N-[1-methyl-2-oxo-2-(1,2,3,4-tetrahydronaphthalen-2-ylamino)ethyl]benzamide	
19	N-[1-methyl-2-oxo-2-(1,2,3,4-tetrahydronaphthalen-2-ylamino)ethyl]-4-[(phenylmethyl)oxy]benzamide	
20	3,5-dimethyl-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-[(phenylmethyl)oxy]benzamide	
21	N~2~-({[4-(butyloxy)phenyl]amino}carbonyl)-N-(2-phenylethyl)-O-(phenylmethyl)serinamide	

Table 3

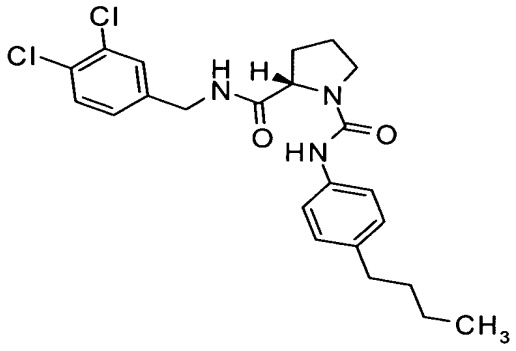
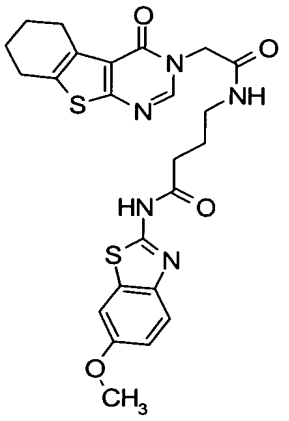
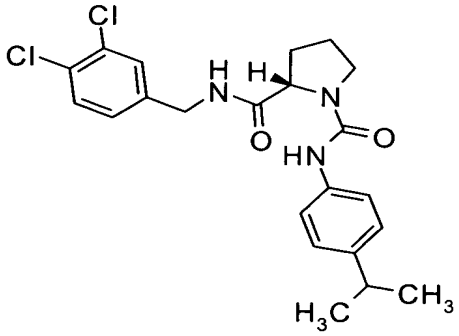
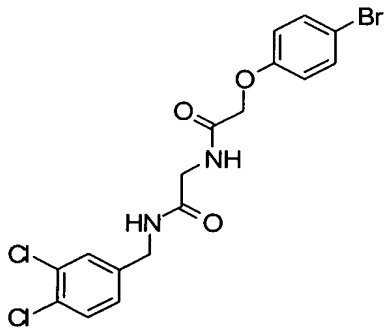
Entry	Name	Structure
22	(2S)-N~1~-(4-butylphenyl)-N~2~-[(3,4-dichlorophenyl)methyl]pyrrolidine-1,2-dicarboxamide	
23	N-[6-(methyloxy)-1,3-benzothiazol-2-yl]-4-{[(4-oxo-5,6,7,8-tetrahydro[1]benzothieno[2,3-d]pyrimidin-3(4H)-yl)acetyl]amino}butanamide	
24	(2S)-N~2~-[(3,4-dichlorophenyl)methyl]-N~1~-[4-(1-methylethyl)phenyl]pyrrolidine-1,2-dicarboxamide	
25	N~2~-{[(4-bromophenyl)oxy]acetyl}-N-[(3,4-dichlorophenyl)methyl]glycinamide	

Table 3

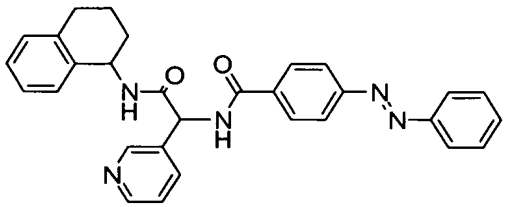
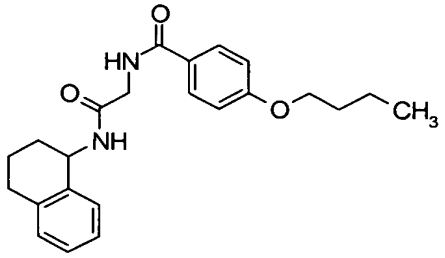
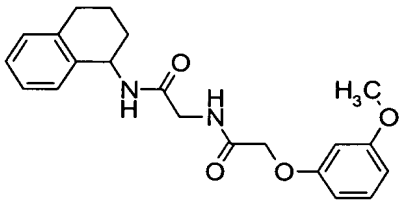
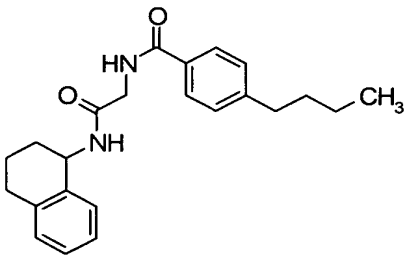
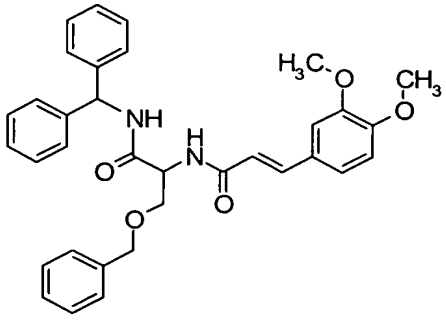
Entry	Name	Structure
26	N-[2-oxo-1-pyridin-3-yl-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-[(E)-phenyldiazenyl]benzamide	
27	4-(butyloxy)-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
28	N~2~-({[3-(methyloxy)phenyl]oxy}acetyl)-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	
29	4-butyl-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
30	N~2~-{(2E)-3-[3,4-bis(methyloxy)phenyl]prop-2-enoyl}-N-(diphenylmethyl)-O-(phenylmethyl)serinamide	

Table 3

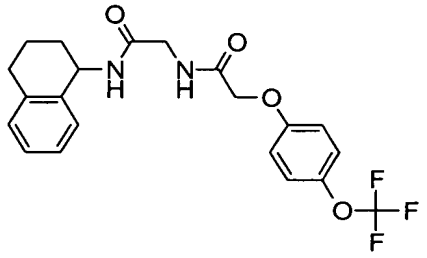
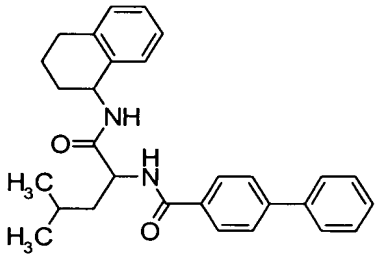
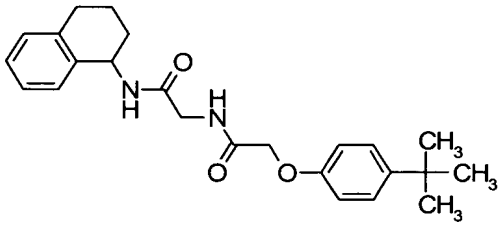
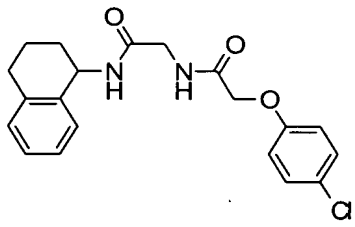
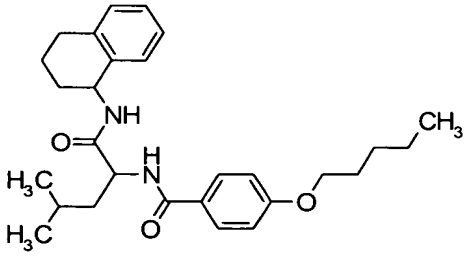
Entry	Name	Structure
31	N-(1,2,3,4-tetrahydronaphthalen-1-yl)-N~2~-[({4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]glycinamide	
32	N-{3-methyl-1-[(1,2,3,4-tetrahydronaphthalen-1-ylamino)carbonyl]butyl}biphenyl-4-carboxamide	
33	N~2~-({[4-(1,1-dimethylethyl)phenyl]oxy}acetyl)-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	
34	N~2~-{[(4-chlorophenyl)oxy]acetyl}-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	
35	N~2~-{[4-(pentyloxy)phenyl]carbonyl}-N-(1,2,3,4-tetrahydronaphthalen-1-yl)leucinamide	

Table 3

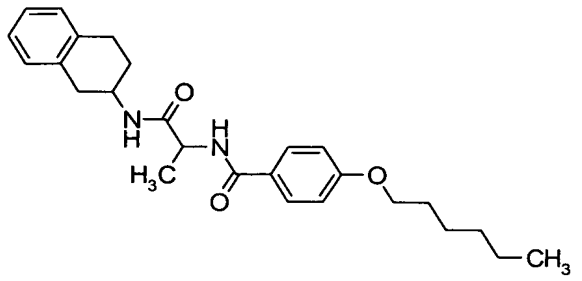
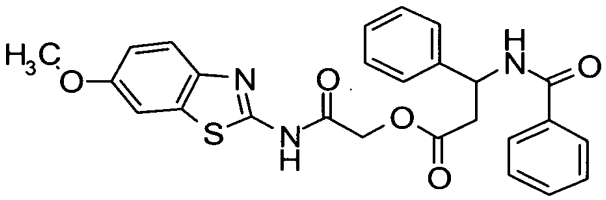
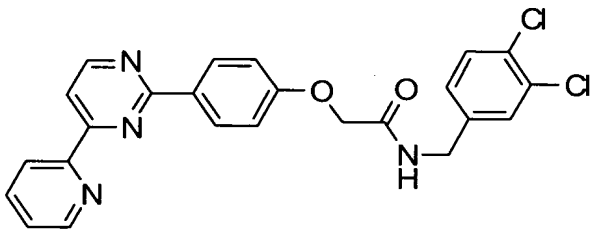
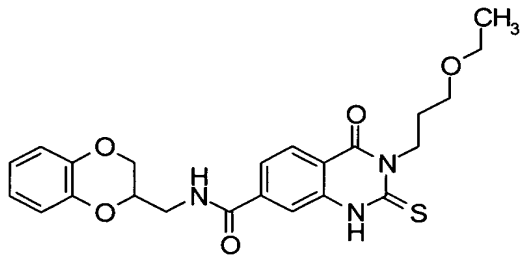
Entry	Name	Structure
36	4-(hexyloxy)-N-[1-methyl-2-oxo-2-(1,2,3,4-tetrahydronaphthalen-2-ylamino)ethyl]benzamide	
37	2-{[6-(methyloxy)-1,3-benzothiazol-2-yl]amino}-2-oxoethyl 3-phenyl-3-[(phenylcarbonyl)amino]propanoate	
38	N-[(3,4-dichlorophenyl)methyl]-2-{[4-(4-pyridin-2-ylpyrimidin-2-yl)phenyl]oxy}acetamide	
39	N-(2,3-dihydro-1,4-benzodioxin-2-ylmethyl)-3-[3-(ethyloxy)propyl]-4-oxo-2-thioxo-1,2,3,4-tetrahydroquinazoline-7-carboxamide	

Table 3

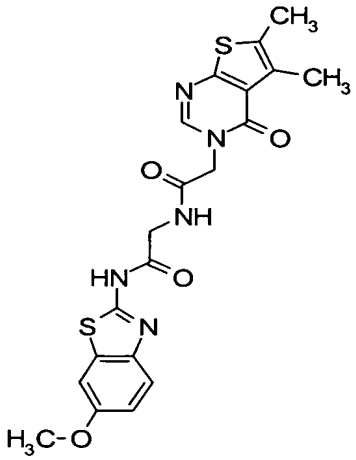
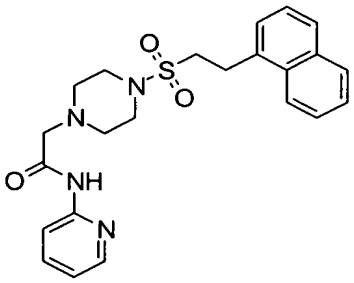
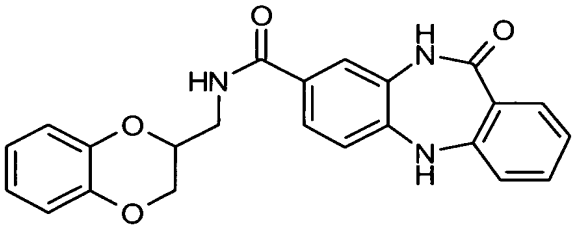
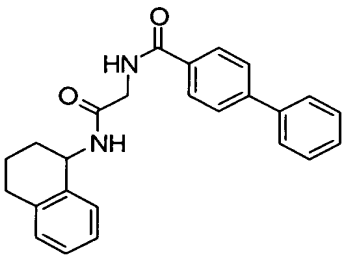
Entry	Name	Structure
40	N~2~-[(5,6-dimethyl-4-oxothieno[2,3-d]pyrimidin-3(4H)-yl)acetyl]-N-[6-(methyloxy)-1,3-benzothiazol-2-yl]glycinamide	
41	2-{4-[(2-naphthalen-1-ylethyl)sulfonyl]piperazin-1-yl}-N-pyridin-2-ylacetamide	
42	N-(2,3-dihydro-1,4-benzodioxin-2-ylmethyl)-11-oxo-10,11-dihydro-5H-dibenzo[b,e][1,4]diazepine-8-carboxamide	
43	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]biphenyl-4-carboxamide	

Table 3

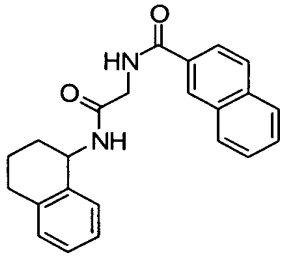
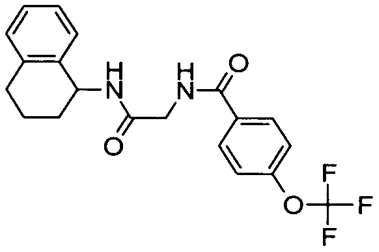
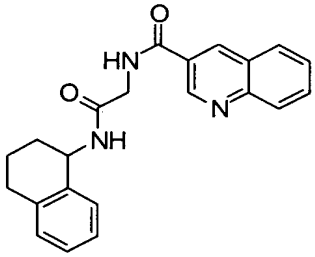
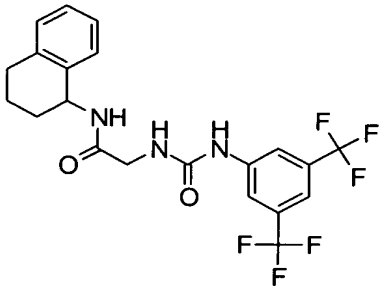
Entry	Name	Structure
44	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]naphthalene-2-carboxamide	
45	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-[(trifluoromethyl)oxy]benzamide	
46	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]quinoline-3-carboxamide	
47	N~2~-({[3,5-bis(trifluoromethyl)phenyl]amino}carbonyl)-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	

Table 3

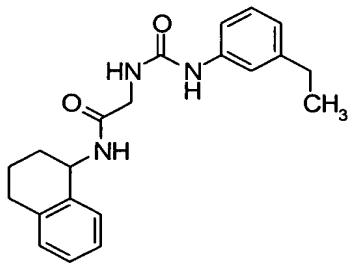
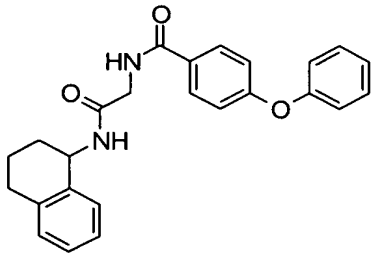
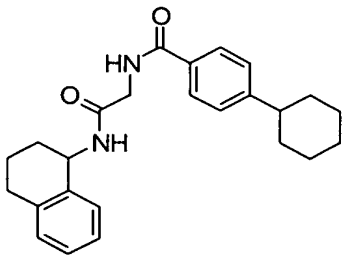
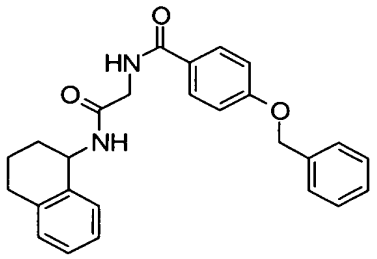
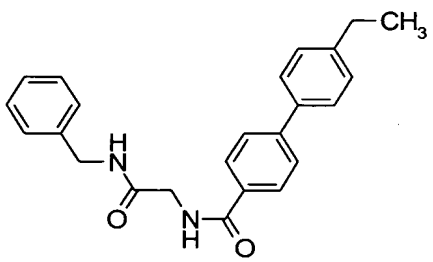
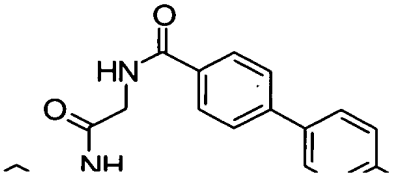
Entry	Name	Structure
48	N~2~-{[(3-ethylphenyl)amino]carbonyl}-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	
49	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-(phenyloxy)benzamide	
50	4-cyclohexyl-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
51	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-[(phenylmethyl)oxy]benzamide	
52	4'-ethyl-N-{2-oxo-2-[(phenylmethyl)amino]ethyl}biphenyl-4-carboxamide	
53	N-[2-(cyclohexylamino)-2-oxoethyl]-	

Table 3

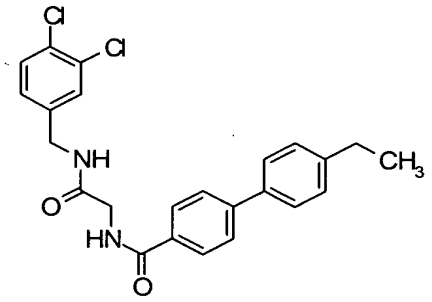
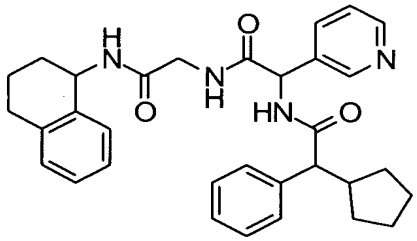
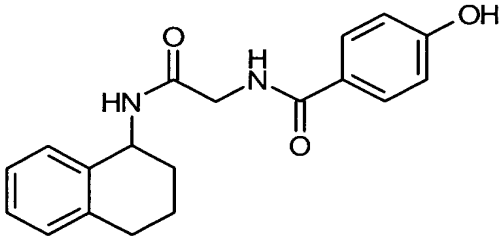
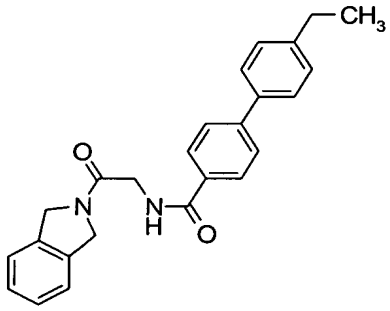
Entry	Name	Structure
	4'-ethylbiphenyl-4-carboxamide	
54	N-(2-{[(3,4-dichlorophenyl)methyl]amino}-2-oxoethyl)-4'-ethylbiphenyl-4-carboxamide	
55	N~2~-[{[cyclopentyl(phenyl)acetyl]amino}(pyridin-3-yl)acetyl]-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	
56	4-hydroxy-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
57	N-[2-(1,3-dihydro-2H-isoindol-2-yl)-2-oxoethyl]-4'-ethylbiphenyl-4-carboxamide	

Table 3

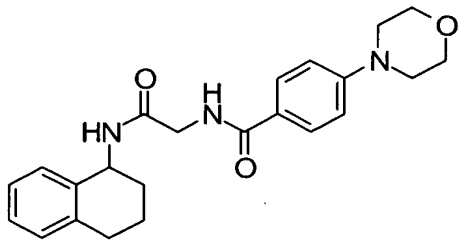
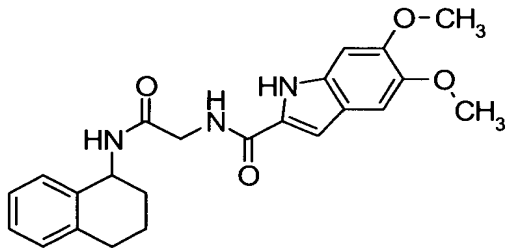
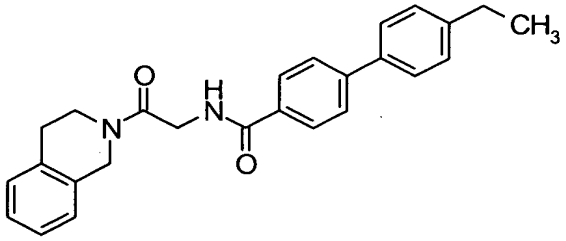
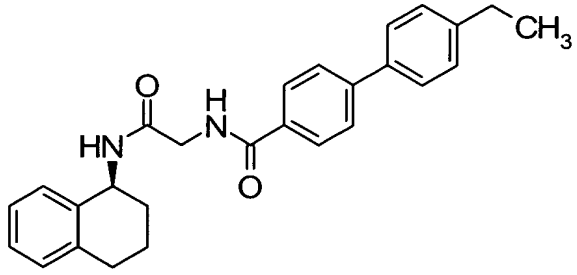
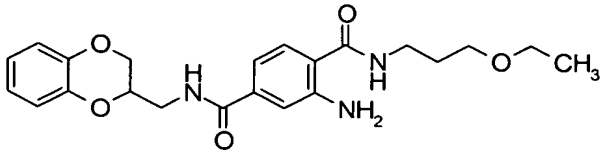
Entry	Name	Structure
58	4-morpholin-4-yl-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
59	5,6-bis(methyloxy)-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-1H-indole-2-carboxamide	
60	N-[2-(3,4-dihydroisoquinolin-2(1H)-yl)-2-oxoethyl]-4'-ethylbiphenyl-4-carboxamide	
61	4'-ethyl-N-{2-oxo-2-[(1S)-1,2,3,4-tetrahydronaphthalen-1-ylamino]ethyl}biphenyl-4-carboxamide	
62	2-amino-N~4~-(2,3-dihydro-1,4-benzodioxin-2-ylmethyl)-N~1~-[3-(ethyloxy)propyl]benzene-1,4-dicarboxamide	

Table 3

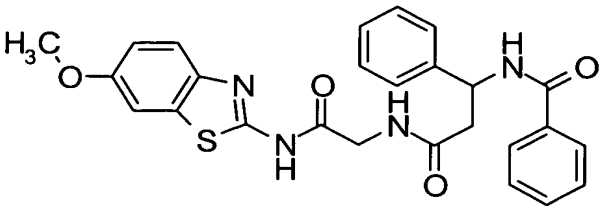
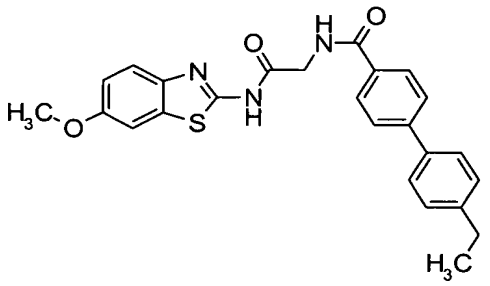
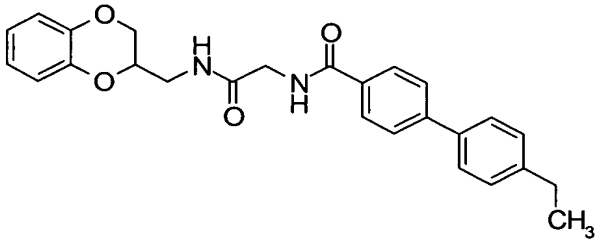
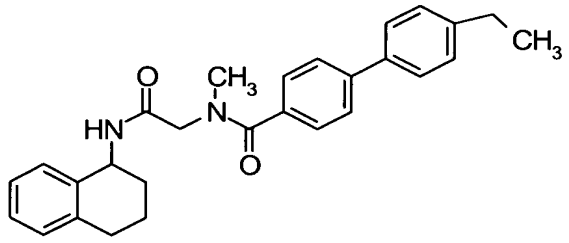
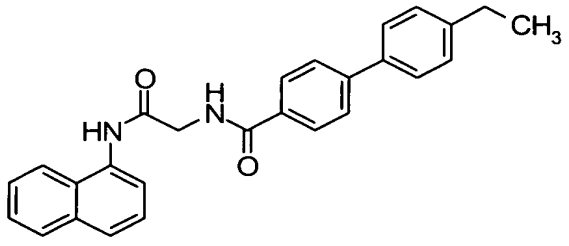
Entry	Name	Structure
63	N-{3-[(2-{[6-(methyloxy)-1,3-benzothiazol-2-yl]amino}-2-oxoethyl)amino]-3-oxo-1-phenylpropyl}benzamide	
64	4'-ethyl-N-(2-{[6-(methyloxy)-1,3-benzothiazol-2-yl]amino}-2-oxoethyl)biphenyl-4-carboxamide	
65	N-{2-[(2,3-dihydro-1,4-benzodioxin-2-ylmethyl)amino]-2-oxoethyl}-4'-ethylbiphenyl-4-carboxamide	
66	4'-ethyl-N-methyl-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]biphenyl-4-carboxamide	
67	4'-ethyl-N-[2-(naphthalen-1-ylamino)-2-oxoethyl]biphenyl-4-carboxamide	

Table 3

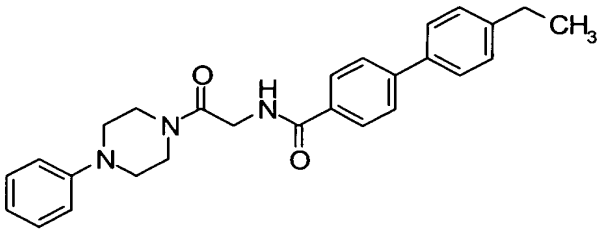
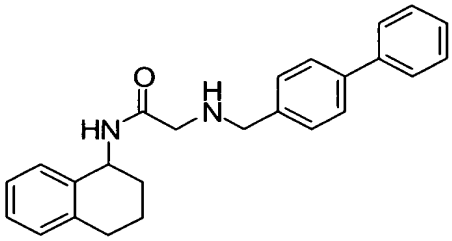
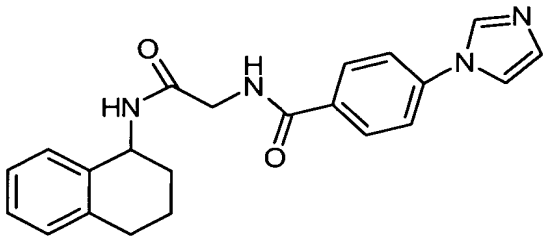
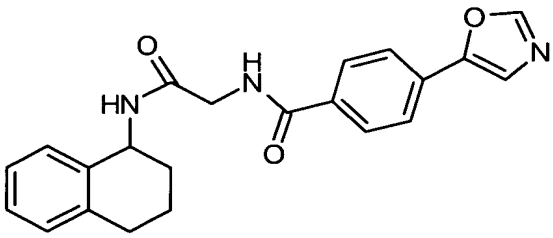
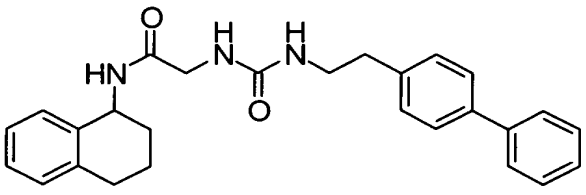
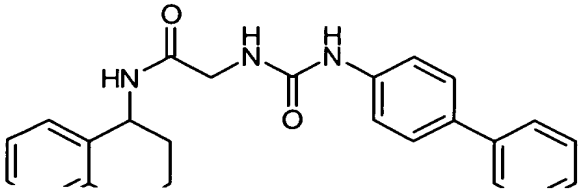
Entry	Name	Structure
68	4'-ethyl-N-[2-oxo-2-(4-phenylpiperazin-1-yl)ethyl]biphenyl-4-carboxamide	
69	N~2~-(biphenyl-4-ylmethyl)-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	
70	4-(1H-imidazol-1-yl)-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
71	4-(1,3-oxazol-5-yl)-N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]benzamide	
72	N~2~-{[(2-biphenyl-4-ylethyl)amino]carbonyl}-N-(1,2,3,4-tetrahydronaphthalen-1-yl)glycinamide	
73	N~2~-[(biphenyl-4-ylamino)carbonyl]-N-(1,2,3,4-	

Table 3

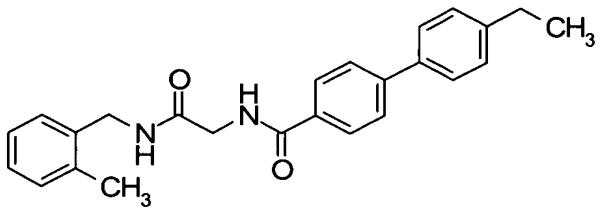
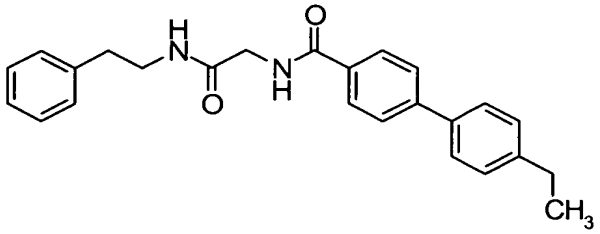
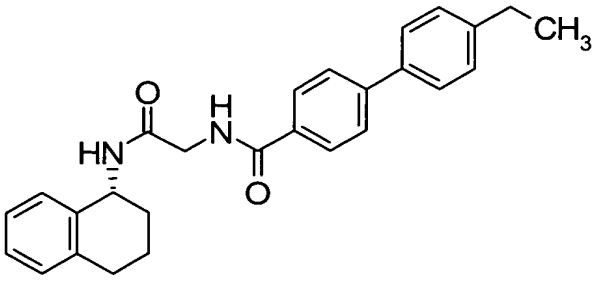
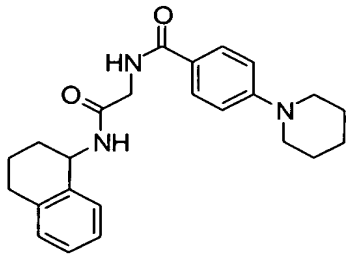
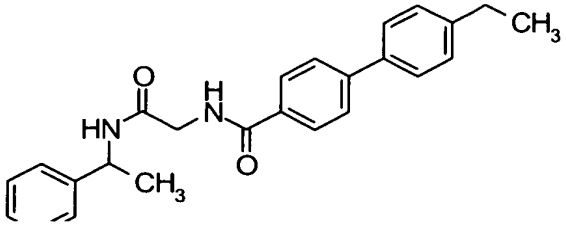
Entry	Name	Structure
	tetrahydronaphthalen-1-yl)glycinamide	
74	4'-ethyl-N-(2-{[(2-methylphenyl)methyl]amino}-2-oxoethyl)biphenyl-4-carboxamide	
75	4'-ethyl-N-{2-oxo-2-[(2-phenylethyl)amino]ethyl}biphenyl-4-carboxamide	
76	4'-ethyl-N-{2-oxo-2-[(1R)-1,2,3,4-tetrahydronaphthalen-1-ylamino]ethyl}biphenyl-4-carboxamide	
77	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-piperidin-1-ylbenzamide	
78	4'-ethyl-N-{2-oxo-2-[(1-phenylethyl)amino]ethyl}biphenyl-4-carboxamide	

Table 3

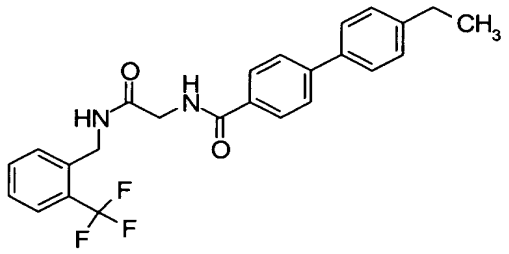
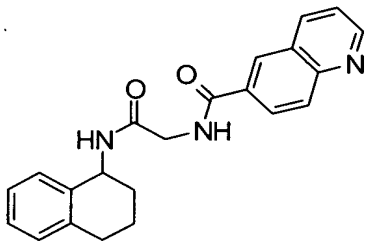
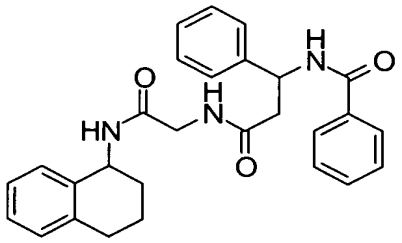
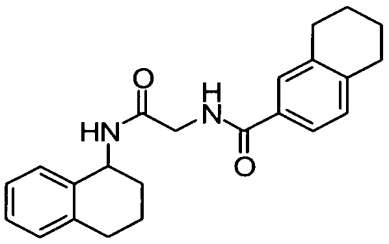
Entry	Name	Structure
79	4'-ethyl-N-[2-oxo-2-({[2-(trifluoromethyl)phenyl]methyl}amino)ethyl]biphenyl-4-carboxamide	
80	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]quinoline-6-carboxamide	
81	N-(3-oxo-3-{[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]amino}-1-phenylpropyl)benzamide	
82	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-5,6,7,8-tetrahydronaphthalene-2-carboxamide	

Table 3

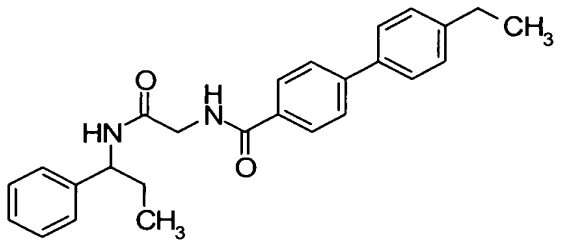
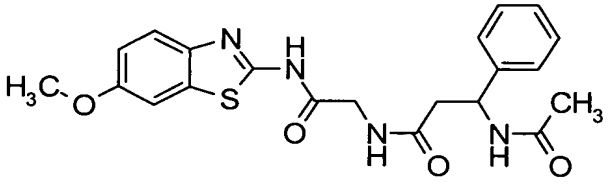
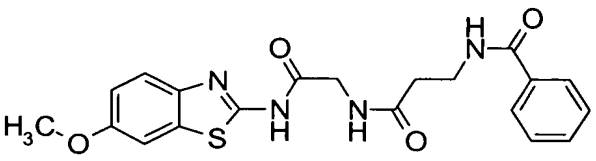
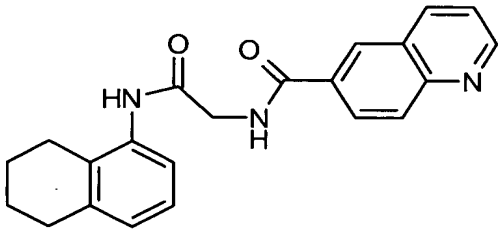
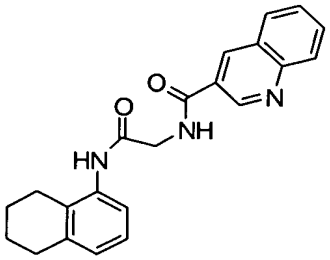
Entry	Name	Structure
83	4'-ethyl-N-{2-oxo-2-[(1-phenylpropyl)amino]ethyl}biphenyl-4-carboxamide	
84	3-(acetylamino)-N-(2-{[6-(methyloxy)-1,3-benzothiazol-2-yl]amino}-2-oxoethyl)-3-phenylpropanamide	
85	N-(phenylcarbonyl)-beta-alanyl-N-[6-(methyloxy)-1,3-benzothiazol-2-yl]glycinamide	
86	N-[2-oxo-2-(5,6,7,8-tetrahydronaphthalen-1-ylamino)ethyl]quinoline-6-carboxamide	
87	N-[2-oxo-2-(5,6,7,8-tetrahydronaphthalen-1-ylamino)ethyl]quinoline-3-carboxamide	

Table 3

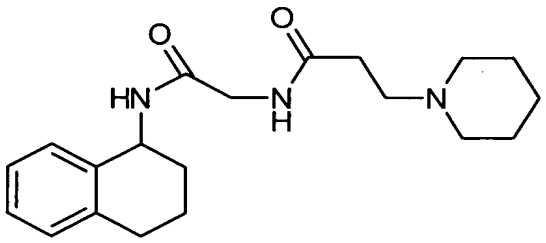
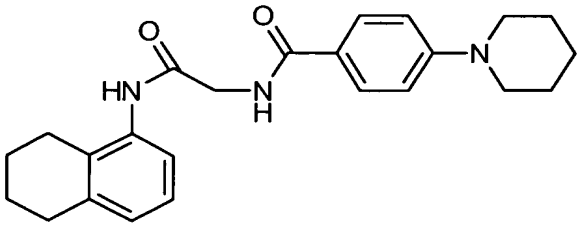
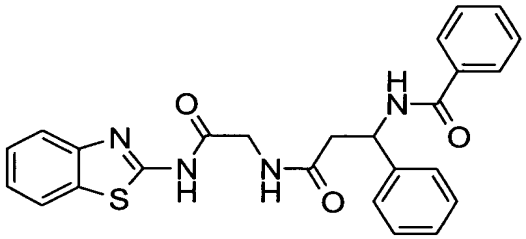
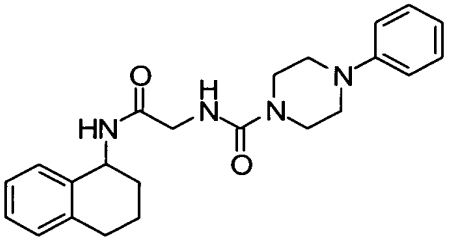
Entry	Name	Structure
88	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-3-piperidin-1-ylpropanamide	
89	N-[2-oxo-2-(5,6,7,8-tetrahydronaphthalen-1-ylamino)ethyl]-4-piperidin-1-ylbenzamide	
90	N-(3-{[2-(1,3-benzothiazol-2-ylamino)-2-oxoethyl]amino}-3-oxo-1-phenylpropyl)benzamide	
91	N-[2-oxo-2-(1,2,3,4-tetrahydronaphthalen-1-ylamino)ethyl]-4-phenylpiperazine-1-carboxamide	

Table 3

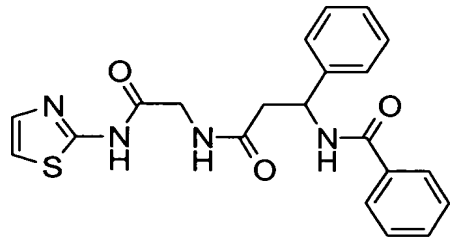
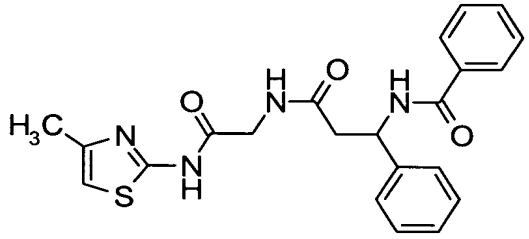
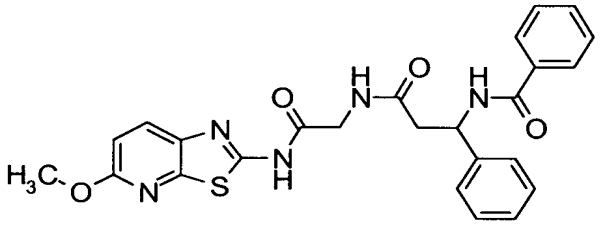
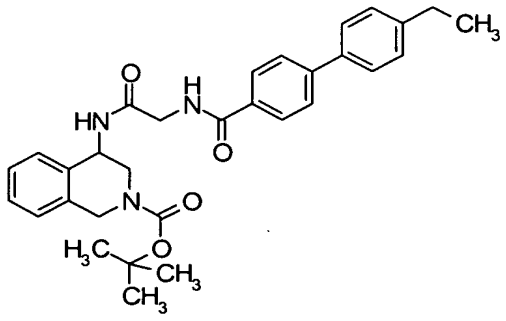
Entry	Name	Structure
92	N-(3-oxo-3-{[2-oxo-2-(1,3-thiazol-2-ylamino)ethyl]amino}-1-phenylpropyl)benzamide	
93	N-[3-({2-[(4-methyl-1,3-thiazol-2-yl)amino]-2-oxoethyl}amino)-3-oxo-1-phenylpropyl]benzamide	
94	N-{3-[(2-{[5-(methyloxy)[1,3]thiazolo[5,4-b]pyridin-2-yl]amino}-2-oxoethyl)amino]-3-oxo-1-phenylpropyl}benzamide	
95	1,1-dimethylethyl 4-({N-[(4'-ethylbiphenyl-4-yl)carbonyl]glycyl}amino)-3,4-dihydroisoquinoline-2(1H)-carboxylate	

Table 3

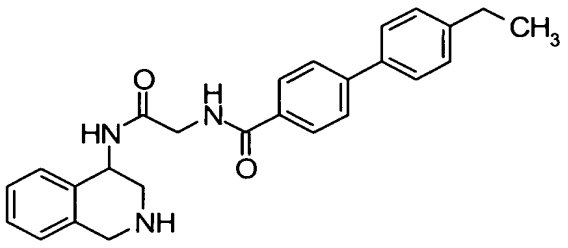
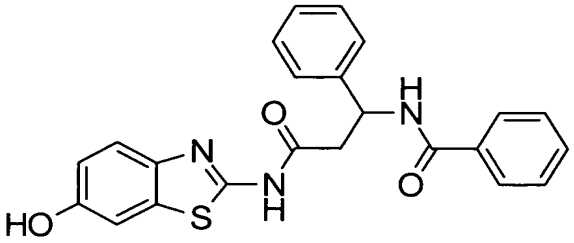
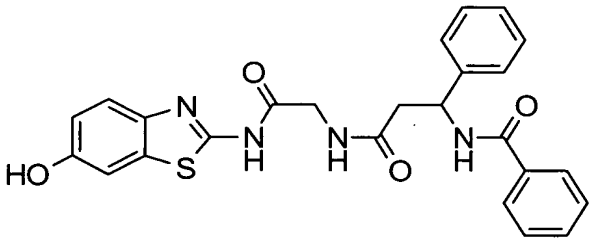
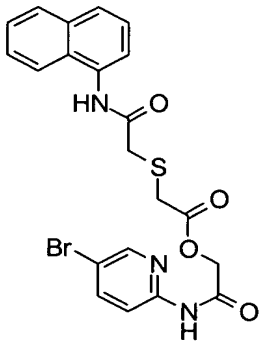
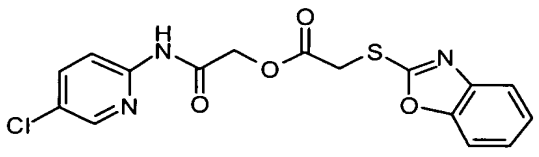
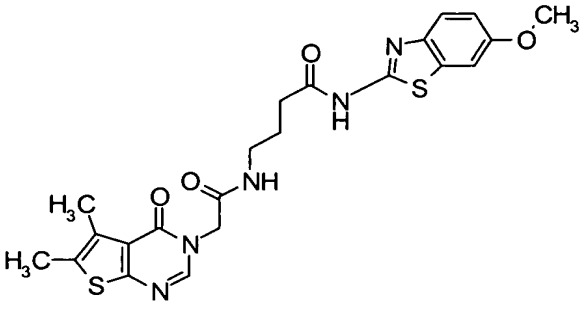
Entry	Name	Structure
96	4'-ethyl-N-[2-oxo-2-(1,2,3,4-tetrahydroisoquinolin-4-ylamino)ethyl]biphenyl-4-carboxamide	
97	N-{3-[(6-hydroxy-1,3-benzothiazol-2-yl)amino]-3-oxo-1-phenylpropyl}benzamide	
98	N-[3-({2-[(6-hydroxy-1,3-benzothiazol-2-yl)amino]-2-oxoethyl}amino)-3-oxo-1-phenylpropyl]benzamide	
99	2-[(5-bromopyridin-2-yl)amino]-2-oxoethyl {[2-(naphthalen-1-ylamino)-2-oxoethyl]thio}acetate	
100	2-[(5-chloropyridin-2-yl)amino]-2-oxoethyl (1,3-benzoxazol-2-ylthio)acetate	

Table 3

Entry	Name	Structure
101	4-{[(5,6-dimethyl-4-oxothieno[2,3-d]pyrimidin-3(4H)-yl)acetyl]amino}-N-[6-(methyloxy)-1,3-benzothiazol-2-yl]butanamide	

24. (currently amended) A pharmaceutical composition comprising a compound according to ~~any one of claims 1-23~~ claim 1 and a pharmaceutically acceptable carrier.

25. (currently amended) A metabolite of the compound or the pharmaceutical composition according to ~~any one of claims 1-24~~ claim 1.

26. (currently amended) A method of modulating the *in vivo* activity of a kinase, the method comprising administering to a subject an effective amount of either the compound or the pharmaceutical composition according to ~~any of claims 1-24~~ claim 1, or a compound, or pharmaceutical composition comprising said compound and a pharmaceutically acceptable carrier, selected from the group consisting of 3-benzoylamino-3-phenyl-propionic acid (6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl ester, N-(3,4-dichloro-benzyl)-2-[4-(4-pyridin-2-yl-pyrimidin-2-yl)-phenoxy]-acetamide, 2-(5,6-dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-N-[(6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl]-acetamide, (naphthalen-1-ylcarbamoylmethylsulfanyl)-acetic acid (5-bromo-pyridin-2-ylcarbamoyl)-methyl ester, (benzooxazol-2-ylsulfanyl)-acetic acid (5-chloro-pyridin-2-ylcarbamoyl)-methyl ester, and 4-[2-(5,6-dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-acetylamino]-N-(6-methoxy-benzothiazol-2-yl)-butyramide.

27. (original) The method according to claim 26, wherein the kinase is at least one of KIAA1361, TAO, and JIK.

28. (original) The method according to claim 27, wherein modulating the *in vivo* activity of the kinase comprises inhibition of said kinase.

29. (currently amended) A method of treating diseases or disorders associated with uncontrolled, abnormal, and/or unwanted cellular activities, the method comprising administering, to a mammal in need thereof, a therapeutically effective amount of either the compound or the pharmaceutical composition as described in ~~any one of claims 1-24~~claim 1, or a compound, or pharmaceutical composition comprising said compound and a pharmaceutically acceptable carrier, selected from the group consisting of 3-benzoylamino-3-phenyl-propionic acid (6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl ester, N-(3,4-dichloro-benzyl)-2-[4-(4-pyridin-2-yl-pyrimidin-2-yl)-phenoxy]-acetamide, 2-(5,6-Dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-N-[(6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl]-acetamide, (Naphthalen-1-ylcarbamoylmethylsulfanyl)-acetic acid (5-bromo-pyridin-2-ylcarbamoyl)-methyl ester, (benzooxazol-2-ylsulfanyl)-acetic acid (5-chloro-pyridin-2-ylcarbamoyl)-methyl ester, and 4-[2-(5,6-dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-acetylamino]-N-(6-methoxy-benzothiazol-2-yl)-butyramide.

30. (currently amended) A method of screening for a modulator of a kinase, said kinase selected from KIAA1361, TAO, and JIK, the method comprising combining either a compound according to ~~any one of claims 1-23~~claim 1, or a compound selected from the group consisting of 3-benzoylamino-3-phenyl-propionic acid (6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl ester, N-(3,4-dichloro-benzyl)-2-[4-(4-pyridin-2-yl-pyrimidin-2-yl)-phenoxy]-acetamide, 2-(5,6-dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-N-[(6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl]-acetamide, (naphthalen-1-ylcarbamoylmethylsulfanyl)-acetic acid (5-bromo-pyridin-2-ylcarbamoyl)-methyl ester, (benzooxazol-2-ylsulfanyl)-acetic acid (5-chloro-pyridin-2-ylcarbamoyl)-methyl ester, and 4-[2-(5,6-dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-acetylamino]-N-(6-methoxy-benzothiazol-2-yl)-butyramide, and at least one candidate agent and determining the effect of the candidate agent on the activity of said kinase.

31. (currently amended) A method of inhibiting proliferative activity in a cell, the method comprising administering an effective amount of a composition comprising a compound according ~~any one of claims 1-23~~to claim 1, or a compound selected from the group consisting of 3-benzoylamino-3-phenyl-propionic acid (6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl ester, N-(3,4-dichloro-benzyl)-2-[4-(4-pyridin-2-yl-pyrimidin-2-yl)-phenoxy]-acetamide, 2-(5,6-dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-N-[(6-methoxy-benzothiazol-2-ylcarbamoyl)-methyl]-acetamide, (naphthalen-1-ylcarbamoylmethylsulfanyl)-acetic acid (5-bromo-pyridin-2-ylcarbamoyl)-methyl ester,

(benzooxazol-2-ylsulfanyl)-acetic acid (5-chloro-pyridin-2-ylcarbamoyl)-methyl ester, and 4-[2-(5,6-dimethyl-4-oxo-4H-thieno[2,3-d]pyrimidin-3-yl)-acetylamino]-N-(6-methoxy-benzothiazol-2-yl)-butyramide, to a cell or a plurality of cells.